

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GARY KOOPMAN, TIMOTHY KIDD and
VICTOR PIRNIK, Individually and on Behalf of
All Others Similarly Situated,

Plaintiffs,

v.

FIAT CHRYSLER AUTOMOBILES N.V.,
SERGIO MARCHIONNE, RICHARD K.
PALMER, and SCOTT KUNSELMAN,

Defendants.

No. 15 Civ. 7199 (JMF)

**DECLARATION OF WILLIAM B. MONAHAN IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT**

I, William B. Monahan, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner at the law firm of Sullivan & Cromwell LLP, counsel for Defendants Fiat Chrysler Automobiles N.V. ("FCA"), Sergio Marchionne, Richard K. Palmer and Scott Kunselman (collectively, "Defendants") in the above-captioned action.

2. I submit this Declaration to provide the Court with certain materials cited in Defendants' Memorandum in Support of Their Motion to Dismiss the Second Amended Complaint.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Second Amended Complaint in this action (Docket No. 38).

4. Attached hereto as Exhibit 2 is an Appendix containing true and correct excerpts from various filings made by FCA with the Securities and Exchange Commission ("SEC").

5. Annexed hereto as Exhibit 3 is a true and correct copy of excerpts from International Accounting Standard 37, “Provisions, Contingent Liabilities and Contingent Assets.”

6. Annexed hereto as Exhibit 4 is a true and correct copy of excerpts from FCA’s filing with the SEC on Form 20-F, dated March 5, 2015.

7. Annexed hereto as Exhibit 5 is a true and correct copy of excerpts from FCA’s filing with the SEC on Form F-1/A, dated November 13, 2014.

8. Annexed hereto as Exhibit 6 is a true and correct copy of a letter from the National Highway Traffic Safety Administration (“NHTSA”) to FCA US LLC (“FCA US”), dated October 29, 2014, concerning a recall involving vehicles installed with airbags manufactured by third-party airbag manufacturer, Takata Corp.

9. Annexed hereto as Exhibit 7 is a true and correct copy of a letter from NHTSA to FCA US, dated November 25, 2014, concerning a recall involving vehicles installed with airbags manufactured by third-party airbag manufacturer, Takata Corp.

10. Annexed hereto as Exhibit 8 is a true and correct copy of a letter from NHTSA to FCA US, dated February 26, 2015, concerning a recall involving a transmission issue affecting a single vehicle model’s ability to shift into “Park.”

11. Annexed hereto as Exhibit 9 is a true and correct copy of a press release issued by NHTSA on May 18, 2015 announcing an inquiry and public hearing regarding FCA US’s compliance with certain U.S. regulations.

12. Annexed hereto as Exhibit 10 is a true and correct copy of a press release issued by FCA US on May 19, 2015 concerning NHTSA’s inquiry.

13. Annexed hereto as Exhibit 11 is a true and correct copy of the Consent Order between FCA US and NHTSA, dated July 24, 2015.

14. Annexed hereto as Exhibit 12 is a true and correct copy of excerpts from FCA's filing with the SEC on Form 6-K, dated November 6, 2015.

15. Annexed hereto as Exhibit 13 is a true and correct copy of the Amendment to the July 24, 2015 Consent Order, dated December 8, 2015.

16. Annexed hereto as Exhibit 14 is a true and correct copy of excerpts from FCA's filing with the SEC on Form 10-K, dated March 6, 2012.

17. Annexed hereto as Exhibit 15 is a true and correct copy of excerpts from FCA's filing with the SEC on Form 10-K, dated March 7, 2013.

18. Annexed hereto as Exhibit 16 is a true and correct copy of excerpts from FCA's filing with the SEC on Form 10-K, dated March 4, 2015.

19. Annexed hereto as Exhibit 17 is a true and correct copy of excerpts from FCA's filing with the SEC on Form 20-F, dated February 29, 2016.

20. Annexed hereto as Exhibit 18 is a true and correct copy of the transcript of FCA's October 28, 2015 earnings call for the third quarter of 2015.

21. Annexed hereto as Exhibit 19 is a true and correct copy of a press release issued by FCA US on July 27, 2015 concerning the July 24, 2015 Consent Order.

22. Annexed hereto as Exhibit 20 is a true and correct copy of a letter from NHTSA to FCA US, dated June 18, 2015, concerning a recall involving tire failures.

23. Annexed hereto as Exhibit 21 is a true and correct copy of a letter from Chrysler Group to NHTSA, dated June 18, 2013, concerning a recall involving the location of fuel tanks.

24. Annexed hereto as Exhibit 22 is a true and correct copy of a letter from Chrysler Group to NHTSA, dated June 18, 2013, concerning a recall involving the location of fuel tanks.

25. Annexed hereto as Exhibit 23 is a true and correct copy of the transcript of FCA's July 30, 2015 earnings call for the second quarter of 2015.

26. Annexed hereto as Exhibit 24 is a true and correct copy of the transcript of FCA's January 28, 2015 earnings call for the fourth quarter of 2014.

27. Annexed hereto as Exhibit 25 is a true and correct copy of excerpts from FCA's filing with the SEC on Form 6-K, dated January 28, 2015.

28. Annexed hereto as Exhibit 26 is a true and correct copy of an analyst report issued by European Securities Network on May 19, 2015.

29. Annexed hereto as Exhibit 27 is a true and correct copy of an analyst report issued by Morningstar on October 29, 2015.

30. Annexed hereto as Exhibit 28 is a true and correct copy of an analyst report issued by Bernstein on July 20, 2015.

31. Annexed hereto as Exhibit 29 is a true and correct copy of an analyst report issued by Exane BNP Paribas on July 28, 2015.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 28th day of April 2016 in New York, New York.

/s/ William B. Monahan
William B. Monahan